

N99000007627

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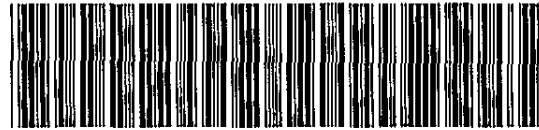
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DIVISION OF CORPORATIONS
2004 JUL -1 AM 11:16

Merger
LFS
7-23-04

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: School Readiness Coalition of Charlotte and DeSoto Counties, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Anna Brookbank
(Name of person)

School Readiness Coalition of Charlotte and DeSoto Counties, Inc.
(Name of firm/company)

3028 Caring Way, Suite 4
(Address)

Port Charlotte, FL 33952
(City/state and zip code)

For further information concerning this matter, please call:

Anna Brookbank 941.255.0492
Irish Whitacre At (941) 255.1650
(Name of person) (Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399



3028 Caring Way, Suite 4
Port Charlotte, FL 33952
941 255-1650
Fax: (941) 255-5856

6 East Hickory Street
Arcadia, FL 34266
863-494-5233
Fax 863-494-5291

July 9, 2004

Department of State
Division of Corporations
Corporate Filings
Attn: Louise Jackson
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Jackson,
Attached please find the original revised paperwork that we discussed on the phone earlier this week. Please call me if I can be of further help. Appreciate your assistance with these documents.

Sincerely,

Anna Brookbank
Executive Director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
(Not for Profit Corporations)

2004 JUL -1 AM 11:16

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Charlotte County School Readers Coalition, Inc.	Florida	N99000007627

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
School Readers Coalition of De Soto County, Inc.	Florida	N00000002617

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 7 / 1 / 04 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future).

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

✓ **SECTION I**

The plan of merger was adopted by the members of the surviving corporation on 2.13.04.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
24 FOR 5 AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

✓ **SECTION I**

The plan of merger was adopted by the members of the merging corporation(s) on 2.12.04. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 24 FOR 5 AGAINST

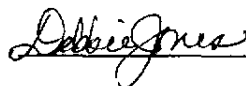
SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
School Readiness Coalition of Charlotte & DeSoto Counties, Inc.		Executive Director
School Readiness Coalition of DeSoto County		Chair

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

charlotte county school reedinen coalition, inc florida

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

school reedinen coalition of desoto county, inc florida

The terms and conditions of the merger are as follows:

see merger agreement as attached

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

NO Changes

Other provisions relating to the merger are as follows:

n/a

Merger Agreement between the Charlotte County School Readiness Coalition and the School Readiness Coalition of DeSoto County

A merger agreement is a document which formally states the mutual understanding between two or more coalitions to become a multi-county coalition that will now have a single mission and vision. The merger agreement sets in motion the procedures that will plan the merger, request permission from the Florida Partnership for School Readiness (FPSR), and then implement the plan.

The first requirement of the Merger agreement is to submit a written request for merger to the FPSR, which was done on February 6, 2004. A copy of that letter is attached. Following the format that was created by the FPSR, the process will be continued in a simple format:

1. Name of the multi-county coalition

School Readiness Coalition of Charlotte and DeSoto Counties, Inc.

2. Mission Statement:

The Mission of the Charlotte and DeSoto County School Readiness Coalition is to ensure that all children have access to quality early care and education in order to promote success in school

3. Vision Statement:

The Children of Charlotte and DeSoto Counties have the right to quality early care and education. We recognize that all children, are the most precious of all citizens and they are our future. We need to address and meet their needs, whether they are medical, emotional, developmental, social, financial; every aspect, in order that they may be loved, cherished, inspired, accepted, have fun, learn in appropriate environments, be nurtured, be nourished, learn about building healthy relationships, and have good character and integrity modeled in their natural environment. We understand that creating nurturing environments enhances opportunities for learning. By working collaboratively in our community, we can prepare each and every child to be ready for school. Together, we can provide parental education, parental choice, and quality learning opportunities for all child care professionals, quality early care and education, and embrace children and their families.

4. The geographic location:

The geographic location for the coalition will contain all of Charlotte and DeSoto Counties, with a total of 1,331 square miles which is bordered by Sarasota, Manatee, Hardee, Highlands, Glades and Lee Counties.

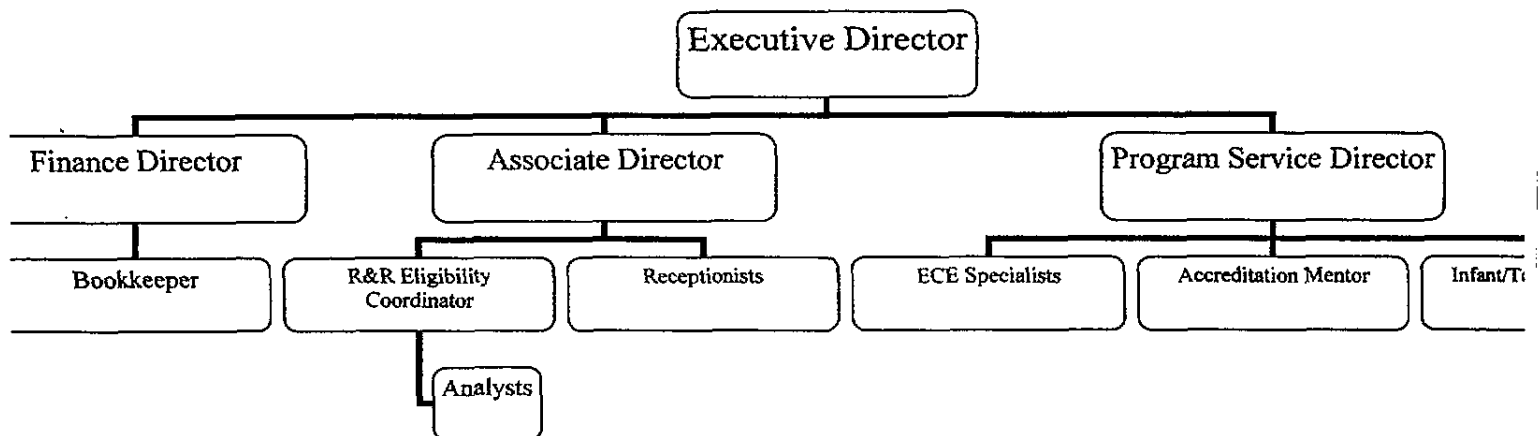
5. Minimum number of children to be served:

The minimum number of children served within the new multi county coalition's geographic area must be no less than the total number of children being served by the coalitions individually. In DeSoto County the minimum number served is 349 and in Charlotte it is 834.

6. There is no federal, state or local laws or regulations under which the multi county coalition will operate that are different from what they are currently.
7. The support process of the new multi-county coalition:
Due to the fact that the new multi-county coalition will also be the service provider effective July, 2004 the eligibility, resource and referral, Caring for Kids, Fiscal management and all reporting requirements will be the responsibility of the coalition. There will not be any outside contracts required.
8. The new board membership structure:
Currently the merged coalition will adopt the bylaws of Charlotte County and then work to revise them. The new bylaws will reflect the staggered terms of board membership and how it will be structured for both counties for shared and equal representation.
9. Identify the administrative structure:
The structure for committees and their membership will be outlined in the revised bylaws.

Organization chart for the Multi-County Coalition:

School Readiness Coalition of Charlotte and DeSoto Counties, Inc.



10. Corporate Structure
The new multi county coalition corporation structure will adopt the DeSoto Articles of Incorporation and will dissolve the Charlotte Articles of Incorporation. The new corporation will also continue to use the Charlotte Federal Identification number, and the DeSoto Federal ID will be dissolved.
11. Merger Termination
Corporate reorganization may be achieved in the event of a Merger termination by creating a six month timeline, with a written letter of termination that will highlight the responsibilities of each county's.

12. Cost Allocation

The multi-coalition will distribute their funding for each county based on separate allocations per county.

It is the intent of the School Readiness Coalition of DeSoto County and the Charlotte County School Readiness Coalition to merge by June 1, 2004, to become the School Readiness Coalition of Charlotte and DeSoto Counties, Inc. As we continue our process of merging the coalition to become a multi-county coalition, we will keep the Florida Partnership for School Readiness posted on our progress.

Date

Debra Jones, Chair
School Readiness Coalition of DeSoto

Date

Joe Paterno, Chair
Charlotte County SRC

The signed letter of intent was mailed February 6, 2004 on behalf of both counties:

February 6, 2004

Florida Partnership for School Readiness
Attn: Katherine Kamiya
600 South Calhoun Street, Suite 251
P.O. Box 7416
Tallahassee, Florida 32314-7416

Dear Katherine,

Please consider this a Notice of Intent for the Charlotte County School Readiness Coalition and the School Readiness Coalition of DeSoto County to merge into a single coalition. In the next few weeks, as the counties meet jointly, we will create the following documents for presentation to the Florida Partnership for School Readiness for approval:

- Formal Letter of Request to Merge
- Merger agreement, signed by the chairs of each coalition represented in the merger
- Cost Allocation plan
- Documentation supporting the merger from each coalition

Please contact me for a timeframe that I need to submit the documents above, so as to request board approval of the merger at the March board meeting of the Florida Partnership for School Readiness.

Sincerely,

Anna Brookbank
Executive Director

CC: Gladys Wilson
Pat Shuler
Gilbert Rincon